

2 CHARLESGATE WEST
BOSTON, MA 02215
1-617-369-1000
www.tncii.com

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TNCI

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May 16, 2005

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VIA FEDERAL EXPRESS DELIVERY SERVICE
TRACKING NUMBER 8511 7574 8394

Ms. Sharla Dillon, Docket Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

05-00147

Re: Amended Application for *Certificate of Public Convenience and Necessity* to
Provide Resale Facilities-Based Local Exchange Service within the State of
Tennessee

Dear Ms. Dillon:

Transmitted herewith on behalf of Trans National Communications International, Inc. ("TNCI"), please find an additional ten (10) copies of the Company's above-referenced application for operational authority to provide resold facilities-based local exchange service within the state of Tennessee. You may recall that on May 10, 2005, TNCI submitted an original and three (3) copies of the above-referenced application; however, after our subsequent discussion, you requested that the Company provide additional copies.

TNCI sincerely appreciates your time and attention to this matter. Please direct any questions regarding this filing to the undersigned at (617) 369-1163 or via electronic mail at cnance@tncii.com.

Respectfully submitted,

Cameron Nance
Regulatory Affairs Department

Enclösure: Stated
cc: File

2 CHARLESGATE WEST
BOSTON, MA 02215
1-617-369-1000
www.tncii.com



May 10, 2005

**VIA FEDERAL EXPRESS DELIVERY SERVICE
TRACKING NUMBER 8511 7574 8420**

Ms. Sharla Dillon, Docket Manager

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Application for *Certificate of Public Convenience and Necessity* to Provide
Resale Facilities-Based Local Exchange Service within the State of Tennessee

Dear Ms. Dillon:

Transmitted herewith on behalf of Trans National Communications International, Inc. ("TNCI"), please find an original and three (3) copies of the Company's above-referenced application for operational authority to provide resold facilities-based local exchange service within the state of Tennessee. Please note that the Commission has previously granted TNCI authority to provide resold local exchange and Interexchange telecommunications service.

The Company sincerely appreciates your time and attention to this matter. Please direct any questions regarding this filing to the undersigned at (617) 369-1163 or via electronic mail at cnance@tncii.com.

Respectfully submitted,

Cameron C. Nance, M.P.A.
Regulatory Affairs Department

Enclosure: Stated
cc: File

BEFORE THE TENNESSEE REGULATORY AUTHORITY

IN THE MATTER OF THE §
APPLICATION OF TRANS §
NATIONAL COMMUNICATIONS §
INTERNATIONAL, INC. §

Docket No. _____

**APPLICATION FOR CERTIFICATE TO PROVIDE COMPETING LOCAL
TELECOMMUNICATIONS SERVICES**

NOW COMES TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC., (“TNCI”) or (“Applicant”) and hereby applies to the TENNESSEE REGULATORY AUTHORITY (“TRA”) for a *Certification of Public Convenience and Necessity* (“Certificate”), pursuant to Section 253 of the Federal Telecommunications Act of 1996, Title 65, Chapter 2, Section 103 of the Tennessee Code Annotated, and the rules and regulations of the Commission, to operate as a facilities-based reseller of local exchange services within the State of Tennessee. Please note, on August 13, 2004, the Secretary of State for the state of Tennessee issued a *Certificate of Authorization* (request number 04226532) to TNCI, duly authorizing the Applicant to transact business within the state of Tennessee (see **EXHIBIT C**). As such, by and through the instant application, TNCI respectfully requests that the TRA grant the Applicant authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. Further, pursuant to Title 65, Chapter 4, Section 201 (c) (1) of the Tennessee Code Annotated, TNCI affirms it is willing and able to comply with all applicable rules and regulations within the state of Tennessee pertaining to the provision of competing local telecommunications services. In support of TNCI’s application, the Company offers the following:

A. The name, address, telephone number, web address, and tax number of the Applicant:

Trans National Communications International, Inc.

2 Charlesgate West
Boston, Massachusetts 02215
Telephone: (617) 369-1000
Toll free: (800) 900-5210
Fax: (617) 369-1110
Web: <http://www.tnci.com>
Tax Number: 02337282006

B. The name, address and telephone number of the person responsible for regulatory contacts, customer dispute resolution on behalf of the Applicant, and general questions regarding this application should be directed to:

Cameron Nance
Regulatory Affairs Specialist
Trans National Communications International, Inc.
2 Charlesgate West
Boston, Massachusetts 02215
Telephone: (617) 369-1163
Fax (617) 369-1090
Email: cnance@tnci.com

C. Organizational Chart of Corporate Structure

Please see **EXHIBIT A**

D. Corporate Information

TNCI was incorporated in the state of Delaware on August 1, 1995. A copy of the Applicant's Articles of Incorporation is provided in **EXHIBIT B**. A copy of TNCI's Authority to transact business in the state of Tennessee is provided in **EXHIBIT C**. The names and addresses of the principal corporate officers are in **EXHIBIT D**. There are no

officers in Tennessee. The biographies of the principal officers and any other key technical staff are in **EXHIBIT E**.

E. TNCI Possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

A. Financial Qualifications:

In support of its financial qualifications the Applicant submits its years-ended 2002 and 2003 Balance Sheets in **EXHIBIT F**. Information related to TNCI's corporate surety bond is contained in **EXHIBIT O**.

B. Managerial Ability:

As shown in **EXHIBIT E** to this Application, TNCI has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. As described in the attached biographical information, the Applicant's management team has extensive management and business experience in telecommunications.

C. Technical Qualifications:

TNCI services will satisfy the minimum standards established by the TRA. The Company will file and maintain tariffs in the manner prescribed by the TRA and will meet minimum basic local standards, including quality of service and billing standards required of all LEC's regulated by the TRA. Applicant will not require customers to purchase Customer Provided Equipment (otherwise known as "CPE") which cannot be used with the Incumbent Local Exchange Carrier's systems. As noted in the biographies of the principal officers provided in **EXHIBIT E**, the executive leadership at TNCI is comprised of very well qualified professionals who

have extensive knowledge, skills and abilities in the telecommunications field; as such, TNCI is technically qualified to provide local exchange service in Tennessee.

F. A description of the Applicant's existing operations and general service and operating areas in any other jurisdictions.

Pursuant to the above-noted operational authority granted to the Applicant by the Commission, TNCI provides long distance services within the state of Tennessee through the resale of long distance telephone services provided by facilities-based inter-exchange carriers. As a reseller, Applicant has no points of presence in the state of Tennessee, thus TNCI neither owns, leases, nor operates any switching, transmission, or other physical facilities in the state of Tennessee. Moreover, TNCI is already authorized to provide Interexchange telecommunications services in each of the fifty (50) United States of America; further, the Applicant has obtained authority to provide competitive resale and facilities-based local exchange services in many state-jurisdictions and likewise has applications for said authority pending before the remaining approximately fifteen (15) Public Utility/Regulatory Commissions. TNCI anticipates being certificated to provide local service in all states by the end of 3rd Quarter 2005.

G. A general description of the facilities and equipment that will be used to provide services, including whether the service will be offered on a facilities basis, a resale basis, or a combination of both.

As noted in *Question F* (supra) TNCI is a reseller of telecommunications services, and as such the Applicant has no points of presence within the State of Tennessee. As a result, TNCI neither owns, leases, nor operates any switching, transmission, or other physical facilities in the State of Tennessee. The Applicant proposes to offer local exchange

telecommunications services within the state of Tennessee as a combination of resale and facilities-based service through the underlying local exchange provider(s). Moreover, TNCI expects to offer a broad variety of local exchange services to business customers in Tennessee. The Applicant's initial line of services will be comparable to that currently offered by the incumbent local service providers, otherwise known as "ILECs" or "BOCs". Further, initially, TNCI plans to offer basic access line service, DID services, Optional Calling Features, Directory Assistance, Directory Services, and Operator Services, as well as all services required under Chapter 1220-4-8-.04 (3) (6) and (2).

H. Repair and Maintenance

TNCI understands the importance of effective customer service for local service customers. The Applicant has made arrangements for its customers to call TNCI at its toll free customer service number (800) 800-8400. In addition, customers may contact the Applicant in writing at the headquarters address: TNCI, 2 Charlesgate West, Boston, Massachusetts 02215, as well as via email at cnance@tncii.com, or via the internet at <http://www.tncii.com>. The Tennessee contact person knowledgeable about operations is Mr. Ed Ariel, Director of Risk Management and Regulatory Affairs.

I. Evidence of the Applicant's managerial and technical resources and ability to provide service.

Attached as **EXHIBITS A, D and E**

J. The Applicant's most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

Attached as **EXHIBIT F**

K. The applicant is aware of and will comply with Commission rules governing the provision of basic local exchange service by a CLEC.

The Applicant affirms it is aware of and will comply with Commission rules governing the provision of basic local exchange service by a competitive local exchange carrier.

L. The disclosure of any formal actions against the Applicant by any court or state or federal regulatory agency that resulted in any type of penalty or sanction within the five (5) years preceding the date the application is filed.

Not Applicable.

M. As a corporation, evidence is provided that the Applicant is authorized by the Corporations Bureau of the Commission to do business in Tennessee and that it is in good corporate standing in Tennessee.

Attached as **EXHIBIT C**

N. Small and Minority-Owned Telecommunications Business Participation Plan

Attached as **EXHIBIT G**

O. Toll Dialing Parity Plan

Attached as **EXHIBIT H**

P. Customer Complaint (statement)

Attached as **EXHIBIT I**

Q. List of Providers

Attached as **EXHIBIT J**

R. Numbering Issues

Attached as **EXHIBIT K**

S. Pre-filed testimony

Attached as **EXHIBIT L**

T. Customer Deposits (statement)

Attached as **EXHIBIT M**

U. Tennessee Tariff

Attached as **EXHIBIT N**

V. Public Interest Considerations

Grant of the instant application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the state of Tennessee. In addition, intrastate offering of these services is in the public interest because TNCI's services will provide Tennessee customers increased efficiencies and cost savings. Authorizing the Applicant to provide local exchange telecommunications services will enhance materially the telecommunications environment in the state of Tennessee and will facilitate economic development. In particular, consumers within the state of Tennessee will directly benefit through the use of the competitive services to be offered by TNCI and indirectly benefit because the Applicant's presence in Tennessee will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their process, and improve their quality of service. In sum, the Applicant will bring additional competition to the State of Tennessee which will benefit the consumers of the state of Tennessee, and as such, it is in the public's interest to grant TNCI's instant petition for the forgoing reasons.

WHEREFORE PREMISES CONSIDERED, TNCI respectfully petitions the Commission for a *Certificate of Public Convenience and Necessity* to provide competitive resale and facilities-based local exchange telecommunications services in the State of Tennessee.

Respectfully submitted,

**O/B/O TRANS NATIONAL COMMUNICATIONS
INTERNATIONAL, INC.**

By: 

CAMERON NANCE, M.P.A.

Regulatory Affairs Specialist

Trans National Communications International, Inc.

2 Charlesgate West

Boston, Massachusetts 02215

Telephone: (617) 369-1163

Fax: (617) 369-1090

Email: cnance@tnci.com

EXHIBIT A

Trans National Communications International Organizational Chart

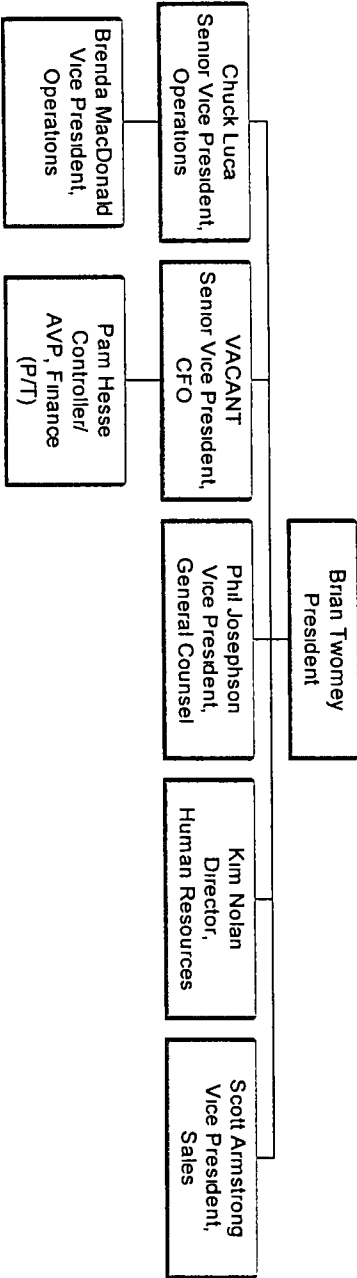


EXHIBIT B

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 1995, AT 12:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor Secretary of State

2529585 8100

AUTHENTICATION: 2847791

030843570

DATE: 01-05-04

CERTIFICATE OF INCORPORATION

OF

TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is

TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Corporation Trust Center, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware is The Corporation Trust Company.

THIRD: The nature of the business to be conducted and the purposes of the Corporation are:

To purchase or otherwise acquire, invest in, own, lease, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade and deal in and with real property and personal property of every kind, class and description (including, without limitation, goods, wares and merchandise of every kind, class and description), to manufacture goods, wares and merchandise of every kind, class and description, both on its own account and for others;

To make and perform agreements and contracts of every kind and description; and

Generally to engage in any lawful act or activity or carry on any business for which corporations may be organized under the Delaware General Corporation Law or any successor statute.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 10,000 shares of Common Stock with \$.01 par value.

RESTRICTIONS ON TRANSFER

- 4.1 Non-Complying Transfers Prohibited. No shares of common stock ("Shares") owned by any person or entity (a "Stockholder") may be sold, assigned, pledged, hypothecated, encumbered, gifted, devised or otherwise transferred to any person or entity, voluntarily, or by operation of law, court order, foreclosure, marital property division or otherwise except in accordance with the terms and conditions hereinafter set forth.
- 4.2 Rights of First Refusal on Voluntary Transfers.
 - 4.2.1 Any Stockholder who intends to sell, assign, transfer or otherwise voluntarily dispose of all or part of any Shares (the "Selling Stockholder"), shall give written notice of such intention to Steven B. Belkin, his successors and assigns (the "Founding Stockholder") and the Corporation, which notice shall include the name of the proposed transferee, the proposed purchase price per Share, the terms of payment of such purchase price and all other matters relating to such sale and shall be accompanied by a copy of the binding written agreement of the proposed transferee to purchase the Shares of the Selling Stockholder. Such notice shall constitute a binding offer by the Selling Stockholder to sell to the Founding Stockholder and the Corporation, or their assignees, such number of Shares then held by the Selling Stockholder as are proposed to be sold in the notice at the monetary price per Share designated in such notice, payable as provided in Section 4.2.4 hereof. Within thirty days after receipt of written notice from the Selling Stockholder, the Founding Stockholder shall give written notice to the Selling Stockholder as to whether such offer has been accepted by the Founding Stockholder. The Founding Stockholder may only accept such offer in whole and may not accept such offer in part. Such acceptance notice shall fix a time, location and date for the closing on such purchase ("Closing Date") which shall not be less than seven nor more than forty-five days after the giving of the acceptance notice. The place for such closing shall be at the principal office of the Corporation or such other location agreed to by the parties. At such closing, the Selling Stockholder shall accept payment as set forth in Section 4.2.4 and shall deliver to the Founding Stockholder in exchange therefor certificates for the number of Shares stated in the notice accompanied by duly executed instruments of transfer.

- 4.2.2 If the Founding Stockholder shall fail to accept the offer within the thirty-day period, then the Corporation shall have fifteen days from the expiration of such notice period within which to accept in whole, but not in part, the offer of the Selling Stockholder, by giving to him written notice as set forth above of their intent to purchase all, but not less than all, of the Shares proposed to be sold as provided in the notice to the Founding Stockholder and the Corporation at the monetary price per Share designated in such notice, payable as provided in Section 4.2.4 hereof. The place for such closing shall be at the principal office of the Corporation or such other location agreed to by the parties. At the closing of such purchase and sale, the Selling Stockholder shall accept payment as set forth in Section 4.2.4 and shall deliver to the Corporation in exchange therefor certificates for the number of Shares stated in the notice accompanied by duly executed instruments of transfer.
- 4.2.3 If the Founding Stockholder and the Corporation shall fail to accept any such offer, then the Selling Stockholder shall be free to sell all, but not less than all, of the Shares set forth in his notice to the designated transferee at a price and on terms no less favorable to the Selling Stockholder than described in the Selling Stockholder's notice, *provided* that such sale is consummated within six months after the giving of notice by the Selling Stockholder to the Founding Stockholder and the Corporation as aforesaid, but the transferee (and all subsequent transferees) shall thereafter only be permitted to sell or transfer Shares in accordance with the terms hereof. After the expiration of such six-month period, the provisions of this Section 4.2 shall again apply with respect to any proposed transfer of the Selling Stockholder's Shares.
- 4.2.4 The purchase price of any Shares to be acquired pursuant to this Section 4.2 shall be payable on the terms offered to the Selling Stockholder by the proposed transferee (*provided, however*, that the Founding Stockholder and the Corporation shall not be required to meet any non-monetary terms of the proposed transfer, including, without limitation, delivery of other securities in exchange for the Shares proposed to be sold).
- 4.3 Death of a Stockholder. Within thirty days after the death of any Stockholder (other than the Founding Stockholder) (the "Deceased Stockholder"), the executors or administrators of the estate of the Deceased Stockholder and each transferee of the Deceased Stockholder's Shares by virtue of such death shall give written notice thereof to the Founding Stockholder and the Corporation offering to the Founding Stockholder and the Corporation or any assignee of either of them all of the Shares owned by the Deceased Stockholder at the time of death.

Within thirty days after receipt of such notice, the Founding Stockholder or his assignee, may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. If such Shares are not purchased by the Founding Stockholder, they shall be offered in the same manner to the Corporation. Within thirty days after the expiration of the Founding Stockholder's thirty-day period, the Corporation may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. If such Shares are not purchased by the Founding Stockholder or the Corporation, such Shares may be retained by the estate of the Deceased Stockholder or by such transferees subject to all other provisions hereof.

- 4.4 **Transfers by Operation of Law.** In the event that a Stockholder (i) files a voluntary petition under any bankruptcy or insolvency law or a petition for the appointment of a receiver or makes an assignment for the benefit of creditors, or (ii) is subjected involuntarily to such a petition or assignment or to an attachment or other legal or equitable interest with respect to his Shares and such involuntary petition or assignment or attachment is not discharged within thirty days after its date, or (iii) is subject to a transfer of his Shares by operation of law (except upon his death) the Founding Stockholder, the Corporation, or their assignees, shall have the right to elect to purchase all of the Shares which are owned by the Stockholder at a purchase price per Share determined in accordance with Section 4.7 hereof. Within thirty days after receipt of such notice, the Founding Stockholder or his assignee, may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. If such Shares are not purchased by the Founding Stockholder, they shall be offered in the same manner to the Corporation. Within thirty days after the expiration of the Founding Stockholder's thirty-day period, the Corporation may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. Failure of the Founding Stockholder and the Corporation to elect to purchase the Shares under this Section 4.4 shall not affect their rights to purchase the same Shares under Section 4.2 in the event of a proposed sale, assignment, transfer, or other disposition by or to any receiver, petitioner, assignee, transferee or other person obtaining an interest in the Shares.
- 4.5 **Prohibition on Encumbrances.** No Stockholder may pledge, hypothecate or otherwise encumber his Shares.
- 4.6 **Violation of Restrictions.** If any transfer of Shares is made or attempted contrary to the provisions of this Agreement or if any Shares are not

offered as required by these provisions, the Founding Stockholder and the Corporation shall have the right to purchase the Shares from the owner thereof or his transferee at any time before or after the transfer, as hereinafter provided. In addition to any other legal or equitable remedies, the Founding Stockholder and the Corporation may enforce this right by actions for specific performance (to the extent permitted by law). The Corporation may also refuse to recognize any such transferee or Stockholder as one of its stockholders for any purpose, including without limitation for purposes of dividend and voting rights, until all applicable provisions of these restrictions have been complied with.

4.7 Purchase Price.

4.7.1 Except with respect to purchases made under Section 4.2, the purchase price of each Share purchased hereunder shall be the fair market value per Share determined by appraisal as follows. Within thirty days after the election to purchase pursuant to Section 4.3 or 4.4, the Founding Stockholder or the Corporation, as the case may be, shall appoint an appraiser, the Stockholder whose Shares are being purchased (or his legally appointed representatives) shall appoint a second appraiser, and the two appraisers so appointed shall appoint a third appraiser, or if any party or the appraisers fail to act within such period, any unappointed appraiser or appraisers shall be appointed by the American Arbitration Association, Boston, Massachusetts, upon application of any party or appraiser. Each appraiser shall independently determine the value of the shares of the Stockholder whose Shares are being purchased as of a convenient date selected by the three appraisers. The fair market value of the Shares shall be the average of the two closest appraised values, and such determination shall be final and binding upon all interested persons. The Corporation shall promptly furnish to the appraisers such information concerning its financial condition, earnings, capitalization, business prospects and sales of its capital stock as they may reasonably request. The appraisers shall promptly notify in writing the Founding Stockholder, the Corporation and the Stockholder whose Shares are being purchased (or his legally appointed representatives) of the appraisers' final determination of value. The parties shall each bear the fees and expenses of the appraiser appointed by or for each of them, and the fees and expenses of the third appraiser shall be borne one-half by the Stockholder whose Shares are being purchased (or his legally appointed representatives) and one-half by the purchaser of the Shares.

4.8 Tenders. The Stockholder whose Shares are being purchased pursuant to Section 4.3 or 4.4 (or his legally appointed representatives) shall tender all Shares being purchased hereunder to the Founding Stockholder or the

Corporation, or to one or more assignees designated by the purchaser, at the principal office of the Corporation at a reasonable date and time specified by it (in any event within thirty days of the purchaser's election), by delivery of certificates representing such Shares endorsed in blank and in proper form for transfer against payment of the purchase price in cash or by certified or bank checks.

4.9 Waiver; Disposition of Shares. From time to time the Corporation may waive its rights hereunder either generally or with respect to one or more specified transfers which have been proposed, attempted or made. All action to be taken by the Corporation hereunder shall be taken by vote of a majority of its Directors then in office. Any Shares which the Corporation has elected to purchase hereunder may be disposed of by its Board of Directors in such manner as it deems appropriate, with or without further restrictions on the transfer thereof.

4.10 Subchapter S Restrictions. If the Corporation has elected to be an S corporation pursuant to Section 1362 of the Internal Revenue Code of 1986, as amended, then as long as such an election is in effect no Shares may be sold, assigned, pledged or otherwise transferred to any person or entity if the transfer would cause the termination of such election.

FIFTH: The name and mailing address of the sole incorporator is as follows

<u>Name</u>	<u>Mailing Address</u>
Anne T Leland	Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. One Financial Center Boston, MA 02111

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition and not in limitation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, conferred by the State of Delaware, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

B. After the original or other By-Laws of the Corporation have been adopted, amended or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-Laws of the Corporation may be exercised by the Board of Directors of the Corporation.

C The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

EIGHTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

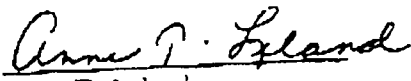
NINTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section as amended or supplemented (or any successor), and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: No director of this Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior

to such amendment or repeal. If the General Corporation Law of the State of Delaware is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

ELEVENTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article.

I, the undersigned, being the sole incorporator, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, to certify that the facts herein stated are true, and accordingly have hereto set my hand this 1st day of August, 1995.


Anne T. Leland

T3/565857 1

EXHIBIT C

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 08/13/2004
REQUEST NUMBER: 04226532
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/18/1997
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0328084
JURISDICTION: DELAWARE

TO:
TNCI
%ERICK ROBINSON
2 CHARLESGATE W
BOSTON, MA 02215

REQUESTED BY:
TNCI
%ERICK ROBINSON
2 CHARLESGATE W
BOSTON, MA 02215

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
TRANSACTION BUSINESS IN THIS STATE:

THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;

THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND

THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/13/04

FROM:
TNCI
2 CHARLESGATE WEST
BOSTON, MA 02215-0000

	FEES	
RECEIVED:	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00003570258
ACCOUNT NUMBER: 00390434



Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

EXHIBIT D

EXHIBIT D – CORPORATE OFFICERS

- 1) Brian Twomey, President
- 2) Chuck Luca, Senior Vice President
- 3) Phillip Josephson, Vice President

All of the above named officers can be reached at the following address:

TNCI, Inc.
2 Charlesgate W
Boston, MA 02215
Telephone: (617) 369-1000
Facsimile: (617) 369-1040

EXHIBIT E

Brian C. Twomey
133 Summit St
Brookline, MA
(Home) 617-233-5210
(Office) 617-369-1210

SUMMARY

Telecommunications sales, service and marketing professional with extensive experience in product development, management and integration and on-going management of multiple sales channels. Channel management experience includes outside/direct, inside/telesales (inbound and outbound), outsourced telemarketing, agents/VARs, retail. Significant experience in all phases of strategic sales/marketing planning, targeting, automating, training and on-going management of multiple channel organizations.

PROFESSIONAL EXPERIENCE

Trans National Communications International, Inc - Boston, MA February 1998 to date **President**

- Responsible for transitioning this long distance reseller to an integrated communications company

Senior Vice President of Sales

- Took additional responsibility for inside sales channel
- Increased revenue 50% year-on-year

Vice President of Sales

- Opened up a new agent sales channel for long distance reseller

FaxNet Corp - Boston, MA October 1996 - February 1998

Vice President of Sales

- \$12 million start-up Corporation, developing and marketing enhanced fax services to businesses. Total of 92 employees
- General management responsibility for all sales channels, including direct mail, outside, outbound telesales, outsourced telemarketing, agents and retail
- Management responsibility for internal organization of 34 sales and administrative professionals. Direct management of outsourced telemarketing relationships
- Responsible for entire sales budget of \$12 million in annual sales, 24,000 new accounts - first budget year. Current projection to attain in excess of 120% of new account goal, while maintaining initial expense budget
- Direct management responsibility for team of 4 managers and 2 sales administrators

WearGuard Corp - Norwell, MA February 1995 - October 1996

General Manager/Director of Sales

- \$100 million division of Aramark Corp, selling customized uniform and safety wear
- General management responsibility for Business Sales Division
- P&L responsibility for sales and service organization of over 60 direct, telephone sales and account management representatives
- Develop Division strategy, annual budget, sales/marketing/service organization plans
- Attained annual sales growth in excess of 40% to over \$35 million, without increasing initial sales organization
- Direct management responsibility for team of 6 sales managers, training and administrative staff
- Major accomplishments include complete realignment of sales/service organizations including sales methodology, training, development of strategic account plans, development of vertical market sales territories/plans/goals

Software Spectrum Inc. - Garland, TX October 1993 - February 1995

Director of Sales & Service

- \$250 million software/hardware reseller
- General management of organization of over 100 sales representatives, including direct, outbound sales, catalog -sales, inside sales/service, multi-level help desk personnel
- Responsible for over \$100 million in annual sales revenues
- Direct management of 7 sales managers, 2 product managers and 1 VAR manager
- Major accomplishments include increasing AGP and net operating profits by over 80%, development and implementation of comprehensive sales/service training programs, as well as development and implementation of custom sales automation for all telephone and field sales representatives

McCaw Cellular Communications - Oklahoma City, OK January 1992 - October 1993

Director of Sales and Marketing - Southwest Region.

- P&L responsibility for all product, sales and marketing in the Southwest Region.
- Sales management includes field, telephone, retail agents and customer service groups
- Organization responsibility over a 6 state region consisting of over 200 sales reps, 20 managers and 9 direct reporting managers
- Annual revenues in excess of \$250 Million
- Major accomplishments include sales results of 107% of budgeted revenues on 103% of sales, development and implementation of centralized telephone sales, account management and service teams, and development, integration and management of multichannel sales/marketing strategic plans

US Sprint - Kansas City, MO May 1989 - January 1992

Assistant Vice President - Business Marketing Group

- Sales and general management of all non-direct sales channel business revenues
- Management and service of customer base with annual revenues in excess of \$150 Million
- Management of division of over 90 sales and service representatives

Director - Emerging & Enabling Technologies

- Direct responsibility for all product related joint ventures, acquisitions and complementary marketing relationships
- Management of staff of 10 corporate development specialists

Director - Product Management

- P&L responsibility for 800 and 1+ switched and dedicated business services
- Responsible for product direction, price, advertising and sales promotion
- Management of staff of 8 product managers

NYNEX / AT&T - Boston, MA June 1980 - May 1989

Staff Director - Regional Services Planning

- Product management of intelligent network products

Account Executive and other professional positions, 1980 - 1986.

EDUCATION

Merrimack College, North Andover, MA Graduation 1980 B S Majors Accounting, Finance
University of New Hampshire, Durham, NH 1982,83 Executive MBA - AT&T Sponsored

CHARLES R. LUCA

2 Charlesgate West

Boston, MA 02215

617-389-1138

PROFESSIONAL EXPERIENCE:

SENIOR VICE PRESIDENT/OPERATIONS

April 2001 -- Present

TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, Boston, MA

- Direct consolidation of all operational departments under single management program
- Integrate all new program options into operational flow and procedure management
- Re-organized Information Systems department to centralize and standardize all systems programming, tracking, reporting, and systems replication
- Directed the conversion of TNCI's Billing Program to a Y2K compliant Windows-based application
- Coordinated move of entire sales & service operations to corporate headquarters with zero business down-time
- Co-authored revised Auth ANI Status Reporting Program based on IntraLATA/InterLATA designations

VICE PRESIDENT/CUSTOMER CARE, RETENTION, & ACTIVATIONS August 1998 – April 2001

TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, Boston, MA

- Direct expanded department which supports customer operations from order entry, through activations provisioning, through daily support and service, to retention and winback
- Redefined the goals of Order Provisioning to provide more automatic processing, accurate performance reporting, systems checks and balances, and greater service support
- Re-organized departmental management to secure goal-oriented leadership, industry knowledge, customer support, and systems integration
- Chaired task force for new systems integration, Y2K compliance, and data analysis review

ASSISTANT VICE PRESIDENT/CUSTOMER CARE & RETENTION November 1994 – August 1998

TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, Boston, MA

- Integrated two separate Residential & Commercial Customer Care Departments into one working unit of 40+ staff in a 24x7x365 environment for Long Distance Reseller
- Developed and integrated Residential & Commercial Retention Programs into the Department and exceeded company goals of Revenue return
 - Residential 19% Account Winback of Contacted Deactivated Base
 - Commercial 53% Revenue Winback/Save/Retention of Deactivated Base
- Directed liaison process with the multi-carrier long distance account teams
 - Sprint
 - WilTel/Worldcom
 - Frontier
 - Link USA (Calling Card Program)
- Integrated additional products (paging/e-mail/LD tracking software) to the core business
- Developed 3-step candidate interview process to optimize hire of best potential Staff
- Developed CC&R career pathing goals and opportunities to improve promotion from within while ensuring overall company experience and knowledge retention
- Re-organized scope and goal of Departmental Training Process.
 - Standardized intra-/inter-departmental procedure training in conjunction with Sales/Operations/Credit
 - Integrated cross-functional training programs to maximize staff efficiencies and economies of scale
 - Developed Customer-Focused L A S T I N G Service Training Module

- Designed Customer Service motivational seminars to enhance staff performance
- Introduced state-of-the-art ACD management systems & report analysis to improve goal attainment
- Managed \$1M Award-winning Customer Care & Retention G&A budget (17% under budget for 1996)
- Core Team Member of company strategic planning committee to identify core competencies & establish 1-5 year company business plan goals

COMMERCIAL CUSTOMER SERVICE MANAGER

November 1992 - November 1994

TRANS NATIONAL COMMUNICATIONS, Boston, MA

- Developed Commercial Customer Service Program
- Designed, developed, and implemented Customer Service policies and procedures
- Hired, trained, developed, and promoted 20+ Customer Care Specialists
- Created, implemented, and tracked operational goals
- Created and developed Customer Service Training Manual
- Designed, developed, and implemented service scripts
- Designed and developed the technical requirements for:
 - System Service Screen Module
 - Reporting/Tracking
 - Productivity goals

MANAGING PARTNER

March 1991 - October 1992

INTERNATIONAL TRAVEL ASSOCIATES, Needham, MA

- Developed and implemented Customer Service Policy for Corporate Travel Company
- Redesigned and introduced PC-based systems
- Closed sales with largest in-house contracts
- Managed office administration and accounting

OPERATIONS MANAGER

February 1989 - December 1990

JWP INFORMATIONS SYSTEMS, INC., Dedham, MA

- Directed regional branch operations for 30+ telecommunications technicians for Interconnect Company
- Managed LEC Vendor Office relationship to coordinate systems and dial tone installations
- Redesigned branch policies, procedures, and office staff evaluations
- Supervised payroll, accounting, and credit issue resolution
- Managed warehouse inventory control and facilities maintenance
- Identified and directed appropriate budget consolidation

TELECOMMUNICATIONS MANAGER

November 1988 - January 1989

JWP INFORMATIONS SYSTEMS, INC., Dedham, MA

- Designed and implemented computer Service Dispatch Program module and manual
- Coordinated Service/Installation department work schedules
- Supervised Service/MAC request procedures
- Performed ad hoc troubleshooting to clarify/resolve trouble reports
- Coordinated & supervised local telephone vendor work

SERVICE DEPARTMENT MANAGER

May 1984 - October 1988

TOTAL COMMUNICATIONS & MAINTENANCE, INC.

- Supervised Service/Installation department for PBX Service & Maintenance Company
- Established tracking systems for installation/service/local telephone vendor repair
- Designed and implemented training for Customer Service Representatives
- Promoted from Technical Staff to coordinate operations for 20+ Network Technicians

PROFESSIONAL SKILLS:

- Computer Software. IBM Windows 2000 Microsoft Word, Excel, Powerpoint; Visio, Access
- Documentation Expert Process Mapping; Flow Charting; Decision Matrixing; P&P Development

EDUCATION:

BOWDOIN COLLEGE

Bachelor of Arts - Magna cum laude
Double Major. Governmental Studies
Romance Languages - Summa cum laude

Brunswick, ME
May 1984

UNIVERSIDAD DE MADRID COMPLUTENSE

Marquette Junior Year Abroad Program

Madrid, Spain
August 1982 - June 1983

PROFESSIONAL EDUCATION:

- Dale Carnegie Leadership Training for Managers
- FORUM P.R.O G.R.E.S S. & INFLUENCE Training
- Synechics Strategic Planning Seminar
- Fred Pryor Management Training Seminar

REFERENCES: Furnished upon request

Philip Josephson

Trans National Communications International, Inc.
Two Charlesgate West
Boston, MA 02215
617 369 1023

MEMBER OF THE ARIZONA BAR
MEMBER OF THE FLORIDA BAR

EXPERIENCE

TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC. Boston, MA October 2002 – Present

Vice President and General Counsel

Vice President of Strategic Development for privately held, Boston-based telecommunications reseller. Responsible for continued Company growth and profitability with a focus on increasing margins and reducing bad debt allowance. The Company has realized profitable results each quarter during tenure despite economic downturn and increased competition. In this role, and as a member of the Company's Executive Management Team, emphasis is placed upon continually seeking to develop increased revenue, develop alternative lines of business, pursue acquisitions, and formulate and pursue exit strategies. The role also includes management of the Company's Marketing and Carrier Relations departments.

As General Counsel for the Company, an In-House Legal department has been created. The Legal department advises Executive Management on all facets of the Company's business and proposed actions and the Legal department is responsible for supporting all Company departments, especially Business Development, Collections and Human Resources. In addition, a Collections Litigation department has been created during the tenure which is responsible for pursuing bad debt accounts by managing an extensive number of outside attorneys throughout the United States.

INATEL COM, L.L.C. (now known as Logicware), Miami, Florida June 2000 – October 2002

Vice President and General Counsel

Vice President and General Counsel for a privately held software provider serving the telecommunications industry. Managed and guided the Company from its infancy, through changes in its business model, to its initial growth. During this tenure, the Company grew from a start-up enterprise to a stand-alone leader in its market space. Accomplishments in this role include the securing of financing for the Company, generating the initial client base, formulating strategic partnerships in the industry and pursuing alternative business opportunities in an effort to secure Company growth and stability. In the role of General Counsel, all corporate formation and governance documents were created, the Employee Share Plan and Option Plan was drafted and administered, the Company's Private Placement was created and filled, intellectual property rights were pursued and secured, and all litigation matters for the Company were managed.

AVATAR PROPERTIES INC. Coral Gables, Florida May 1995 – June 2000

Senior Corporate Counsel

In-House Counsel for a publicly traded diversified company primarily engaged in real estate development and utilities operations in Florida, Tennessee and Arizona. Responsibilities included handling in-house legal work including researching, reviewing, negotiating, and drafting various real estate agreements, complex commercial contracts, loan and corporate governance documents, managed the Foreclosure Department of the Company, pursued corporate trademarks and copyrights, drafted and enforced Human Resource compliance and diversity programs, participated in corporate real estate and utilities acquisitions and divestitures as well as property and loan closings. Managed litigation matters by monitoring outside legal counsel for Avatar Holdings Inc. and its subsidiaries.

OTHER

KEITH, MACK, LEWIS, COHEN & LUMPKIN Miami, Florida July 1994 – May 1995

Law Clerk

POMERANZ & LANDSMAN, P.A., North Miami, Florida June 1993 – July 1994

Law Clerk

PALACE BRANDS, INC. Farmington, Connecticut January 1992 – August 1992

Assistant to National Sales Manager

EDUCATION

1995

University of Miami School of Law, Coral Gables, Florida
Juris Doctorate

1991

University of Miami, Coral Gables, Florida
Bachelor of Business Administration - Finance

EXHIBIT F

Trans National Communications International, Inc
Balance Sheets
December 31
(in thousands)

	<i>2003</i>	<i>2002</i> <i>(As Restated)</i>
Assets		
Current Assets		
Cash And Cash Equivalents	\$167	\$303
Accounts Receivable, Net	3,170	4,753
Other Current Assets	<u>289</u>	<u>238</u>
Total Current Assets	3,626	5,294
Fixed Assets, Net	594	657
Due From Affiliated Company	1,200	242
Other Assets, Net	<u>511</u>	<u>656</u>
Total Assets	<u><u>\$5,931</u></u>	<u><u>\$6,849</u></u>
Liabilities And Shareholders' Equity		
Current Liabilities		
Accounts Payable And Accrued Expenses	\$5,632	\$6,190
Current Portion Of Loan Payable	<u>35</u>	<u>40</u>
Total Current Liabilities	5,667	6,230
Loan Payable	<u>13</u>	<u>48</u>
Total Liabilities	<u>5,680</u>	<u>6,278</u>
Shareholders' Equity		
Common Stock \$0.01 Par Value 10,000 Shares Authorized, 4,473 Issued And Outstanding and Capital In Excess Of Par	3,235	2,235
Accumulated Deficit	<u>(2,984)</u>	<u>(1,664)</u>
	<u>251</u>	<u>571</u>
Total Liabilities And Shareholders' Equity	<u><u>\$5,931</u></u>	<u><u>\$6,849</u></u>

Trans National Communications International, Inc.
Statements of Operations
Year Ended December 31
(in thousands)

	2003	2002 (As Restated)
Revenue	\$43,154	\$37,393
Direct Costs	<u>(35,147)</u>	<u>(30,037)</u>
	8,007	7,356
Selling, General And Administrative Expenses	<u>(6,245)</u>	<u>(5,722)</u>
Income From Operations Before Depreciation And Amortization	1,762	1,634
Depreciation And Amortization	<u>(1,175)</u>	<u>(1,338)</u>
Income From Operations	587	296
Other Income/(Expenses)		
Incentive Compensation Plans	0	(53)
Interest Expense	(313)	(288)
Interest Income	<u>0</u>	<u>2</u>
Net Income/(Loss) Before Discontinued Operations	274	(43)
Discontinued Operations	<u>(1,594)</u>	<u>384</u>
Net Income/(Loss)	<u><u>(\$1,320)</u></u>	<u><u>\$341</u></u>

Trans National Communications International, Inc
 Statements of Cash Flows
 Years Ended December 31
 (in thousands)

	2003	2002 (As Restated)
Operating Activities.		
Net Income/(Loss)	<u>(\$1,320)</u>	<u>\$341</u>
Reconciliation To Cash Flow		
Depreciation And Amortization	1,175	1,338
Change In		
Accounts Receivable	1,583	(1,474)
Other Current Assets	(51)	(116)
Accounts Payable And Accrued Expenses	(558)	(212)
Due From Affiliated Company	<u>42</u>	<u>48</u>
Total Adjustments	<u>2,191</u>	<u>(416)</u>
Net Cash Provided By/(Used In) Operating Activities	<u>871</u>	<u>(75)</u>
Cash Flows From Investing Activities:		
Purchase Of Fixed Assets	(253)	(264)
Other Assets	<u>(714)</u>	<u>(844)</u>
Net Cash Used In Investing Activities	<u>(967)</u>	<u>(1,108)</u>
Cash Flows From Financing Activities:		
Proceeds from Capital Contributions	1,000	0
Due From Affiliated Company	(1,000)	0
Borrowings	0	130
Loan Repayments	<u>(40)</u>	<u>(173)</u>
Net Cash Used In Financing Activities	<u>(40)</u>	<u>(43)</u>
Net Decrease In Cash And Cash Equivalents	(136)	(1,226)
Cash And Cash Equivalents, Beginning	<u>303</u>	<u>1,529</u>
Cash And Cash Equivalents, Ending	<u><u>\$167</u></u>	<u><u>\$303</u></u>

Trans National Communications International, Inc.
Balance Sheet
 December 31
 (in thousands)

	2001	2000
Assets		
Current Assets		
Cash and Cash Equivalents	\$1,529	\$971
Accounts Receivable, Net	3,279	1,985
Other Current Assets	<u>122</u>	<u>225</u>
Total Current Assets	4,930	3,181
Fixed Assets, Net	693	685
Due From Affiliated Company	290	242
Other Assets, Net	<u>851</u>	<u>241</u>
Total Assets	<u><u>\$6,764</u></u>	<u><u>\$4,349</u></u>
Liabilities And Shareholders' Equity		
Current Liabilities		
Accounts Payable And Accrued Expenses	\$6,403	\$3,675
Current Portion Of Loan Payable	<u>131</u>	<u>157</u>
Total Current Liabilities	6,534	3,832
Loan Payable	-	131
Other Long Term Liabilities	<u>-</u>	<u>132</u>
Total Liabilities	<u><u>6,534</u></u>	<u><u>4,095</u></u>
Shareholders' Equity		
Common Stock \$0.01 Par Value, 10,000 Shares Authorized, 4,473 Issued And Outstanding, And Capital In Excess Of Par	2,235	2,235
Accumulated Deficit	<u>(2,005)</u>	<u>(1,981)</u>
	<u>230</u>	<u>254</u>
Total Liabilities And Shareholders' Equity	<u><u>\$6,764</u></u>	<u><u>\$4,349</u></u>

Trans National Communications International, Inc.
Statement of Operations
Year Ended December 31
(in thousands)

	2001	2000
Revenue	\$24,511	\$19,531
Direct Costs	<u>(17,659)</u>	<u>(14,526)</u>
	6,852	5,005
Selling, General And Administrative Expenses	<u>(5,442)</u>	<u>(4,016)</u>
Income From Operations Before Depreciation And Amortization	1,410	989
Depreciation And Amortization	<u>(932)</u>	<u>(490)</u>
Income From Operations	478	499
Other Income/(Expenses)		
Incentive Compensation Plan Benefit/(Expense)	131	(142)
Interest Expense	(174)	(59)
Interest Income	<u>10</u>	<u>75</u>
Net Income Before Extraordinary Item	445	373
Extraordinary Item	<u>(469)</u>	<u>0</u>
Net Income/(Loss)	<u><u>(\$24)</u></u>	<u><u>\$373</u></u>

Statement of Changes in Shareholders' Equity
(in thousands)

	<i>Common Stock</i>		<i>Capital</i>	<i>Accumulated</i>
	<i>Shares</i>	<i>Value</i>	<i>In Excess</i>	<i>Deficit</i>
			<i>Of Par</i>	
Balance At December 31, 1999	4	\$0	\$2,235	(\$2,354)
Net Income				373
Balance At December 3, 2000	4	\$0	\$2,235	(\$1,981)
Net Loss				(24)
Balance At December 3, 2001	4	\$0	\$2,235	(\$2,005)

See accompanying notes
 See Independent Auditors' Report

Trans National Communications International, Inc
Statement of Cash Flows
Year Ended December 31
(in thousands)

	2001	2000
Operating Activities.		
Net Income/ (Loss)	(\$24)	\$373
Reconciliation To Cash Flow		
Depreciation And Amortization	932	490
Change In		
Accounts Receivable	(1,294)	820
Other Current Assets	103	(207)
Accounts Payable And Accrued Expenses	2,728	(1,743)
Due From Affiliated Company	(48)	252
Other Long Term Liabilities	(132)	61
Total Adjustments	2,289	(327)
Net Cash Provided By Operating Activities	2,265	46
Cash Flows From Investing Activities:		
Purchase Of Fixed Assets	(263)	(366)
Other Assets	(1,287)	(284)
Net Cash Used In Investing Activities	(1,550)	(650)
Cash Flows From Financing Activities:		
Loan Repayments	(157)	(37)
Net Increase/ (Decrease) In Cash And Cash Equivalents	558	(641)
Cash And Cash Equivalents, Beginning	971	1,612
Cash And Cash Equivalents, Ending	\$1,529	\$971

EXHIBIT G

**SMALL AND MINORITY OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN OF
TNCI, Inc.**

Policy Statement

TNCI, Inc. acknowledges the importance of supporting small and minority owned telecommunications business participation in the telecommunications industry and the overall general business participation in the telecommunications Tennessee business operations. It is the policy of TNCI, Inc. to provide practicable opportunity for Small Telecommunications and Minority Owned Telecommunications Business to compete for contracts and subcontracts for goods and of like-kind goods and services to TNCI, Inc. CORP. is committed to the identification and selection of qualified Small Telecommunications Business and Minority Owned Telecommunications Business in this respect.

Further, with respect to its Tennessee business operations, it is the policy of TNCI, Inc. to provide information on programs, if any, to provide technical assistance to Small Telecommunications Business and Minority Owned Telecommunications Businesses when and where available in Tennessee.

Further, TNCI, Inc. acknowledges its obligation to contribute its share to the fund established by the Department of Economic and Community Development in accordance with Section 17 of Chapter 408 of the Public Acts of 1995 (the "Act") for the purpose of funding the small and minority owned telecommunications business assistance program which provides for loan guarantees, technical assistance and services, and consulting education services.

Definitions

"Act" - Section 16 and 17 of Chapter 408 of the Public Acts of 1995

"Minority Owned Telecommunications Business" - a telecommunications business which is solely owned or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned by an individual who personally manages the daily operations of such business and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000) or as otherwise modified or amended in the future by the legislature for the State of Tennessee.

- a) "Personally Manages" in this context shall mean actively involved in the day-to-day management.

- b) "Controls" in this context shall mean exercising the power to make policy decisions
- c) "Who is impeded from normal entry" in this context shall mean individuals who have been subjected to racial or ethnic prejudice or cultural bias because of their identity as a member of a group without regard to their qualities as individuals and as provided in the regulations implementing Sections 8(a) and 7(j) of the Small Business Act, as amended by the Business Opportunity Development Reform Act of 1988 and Business Opportunity Development Reform Act Technical Corrections Act, (15 U.S.C. 637(a) and 636(j), as amended by Pub. L. 100-656 and Pub. L. 101-37

"Small Telecommunications Business" - A telecommunications company with annual gross receipts of less than four million dollars (\$4,000,000), or as otherwise modified or amended in the future by the legislature for the State of Tennessee

"Subcontract" - Any agreement (other than one involving an employer-employee relationship) entered into by TNCI, Inc. with a non-affiliated company or individual calling for direct or indirect purchase of raw materials, components, supplies and services needed to support TNCI, Inc.'s operations

Goals

The goals of TNCI, Inc.'s Small and Minority Owned Telecommunications Business Participation Plan is to identify Small Telecommunications Business and Minority Owned Telecommunications Businesses which are qualified to provide goods and services and to promote awareness among Small Telecommunications Businesses and Minority Owned Telecommunications Businesses as to opportunities to develop business relationships with TNCI, Inc.

Plan Implementation

TNCI, Inc. will invite bids, or issue requests for proposals or otherwise solicit offers from Small Telecommunications Business and Minority Owned Telecommunications Business except in the case of emergencies or in cases where TNCI, Inc. is bound by contract to purchase goods and services from other sources to furnish specified goods or services to TNCI, Inc. in furtherance of its Tennessee operations

Plan Administration

In conducting its business affairs in Tennessee TNCI Inc will appoint one of its employees as the Administrator of the Small and Minority Owned Telecommunications Business Participation Plan. The Administrator will be responsible for obtaining and utilizing available resources for identifying Small Telecommunications Business and Minority Owned Telecommunications Businesses interested and qualified in furnishing goods and services to TNCI, Inc and to cultivate an awareness among such businesses as to any opportunities to develop business relations with TNCI, Inc. The Administrator will also serve as a resource for technical assistance to Small Telecommunications Businesses and Minority Owned Telecommunications Business and will refer such businesses to sources of information and other technical assistance.

Plan Administrator

The administration of this Plan will be under the direction of (hereinafter called the "Administrator")

Name			
Title			
Address	2 Charlesgate West	N/A	
	Boston	MA	02215
Telephone	617-369-1000		
Facsimile	617-639-1110		

The duties of the Administrator are, among other things

- 1 To develop policies and procedures to assure success of the Plan
- 2 To maintain a current Plan acceptable to the Tennessee Regulatory Authority
- 3 To conduct certification surveys as to the status of suppliers
- 4 To establish and maintain a database and records in support of the Plan pursuant to the requirements of the Tennessee Regulatory Authority

- 5 To search diligently for qualified small and minority owned telecommunications businesses and concerns through
 - a The Small Business Administrations' Procurement Automated Source System (PASS). and publications of the Office of Minority Business Data Center in the Department of Commerce and the Office of Minority Small Business and Capital Ownership Development in the Small Business Administration
 - b Local and national associations and Minority Supplier Development councils
 - c Participation in trade fairs and industry meetings
 - d Advertisement in the industry and local publications
- 6 To prepare and submit such forms and information as may be required by the Tennessee Regulatory Authority
- 7 Maintain liaison and cooperation with the Tennessee Regulatory Authority and other agencies of the state of Tennessee to find and utilize qualified business concerns defined herein
- 8 To support activities for assisting buyers in locating and qualifying the business concerns defined herein
- 9 To provide required records and reports to cooperate in any authorized surveys by the Tennessee Regulatory Authority

Compliance Records

TNCI Inc will submit reports as may be required, for use in connection with subcontracting plans by the Tennessee Regulatory Authority and/or the State of Tennessee. TNCI Inc will cooperate fully with all reasonable and appropriate surveys or studies required by the contracting agency in determining program compliance. However, TNCI Inc reserves the right to designate documents, reports, surveys and/or studies as "confidential" or "proprietary."

Record Maintenance

TNCI, Inc will maintain records relating to TNCI, Inc Small and Minority Owned Telecommunications Business Participation Plan for the purpose of evidencing the implementation of this policy. for use by TNCI, Inc in evaluating the effectiveness of the Plan and in obtaining the goals of the Plan and for use in updating the Plan on an annual basis with the Tennessee Regulatory Authority. or as otherwise required

ADOPTED this 5 day of March 2004

TNCI Inc

By



BRIAN R. Twomey - President
(Name/Title)

EXHIBIT H

TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC. INTRALATA TOLL DIALING PARITY IMPLEMENTATION PLAN

Pursuant to the Federal Communications Commission ("FCC") Order 99-54 in CC Docket No. 96-08 (Implementation of the Local Competition Provisions of the Telecommunications Act of 1996) Trans national Communications international, Inc. ("TNCI") hereby submits its IntraLATA Toll Dialing Parity (1+presubscription) Implementation Plan ("Plan") to the Tennessee Regulatory Authority ("TRA").

I. Objective / Purpose

TNCI seeks authority from the Commission to provide telecommunications services within the state of Tennessee as a competitive local exchange carrier ("CLEC").

TNCI's plan would enable customers to route intraLATA toll calls (intraLATA 1+ area code + 555-1212), without the use of access codes, to the customer's preselected Interexchange carrier ("IXC").

II. Geographic Availability

IntraLATA presubscription ("ILP") is available in all LATAs where TNCI will provide its local resold and unbundled network element – platform ("UNE-P") based telecommunications services within the state of Tennessee. ILP will be available in all exchanges of the underlying local exchange carrier where TNCI provides local resale and UNE-P based services.

III. Implementation Schedule

TNCI intends to offer dialing parity for intraLATA toll calls upon the later of: (i) 30 days after the Commission approves TNCI's Plan; or (ii) the commencement of the provision of competitive local exchange service. Initially, TNCI will be offering exchange services as a reseller and will rely upon the capabilities of the underlying local exchange carrier ("LEC") to provide intraLATA toll dialing parity. Accordingly, TNCI's retail customers may choose any IXC that has established itself as an access customer under the underlying incumbent LEC's access tariff.

IV. Carrier Selection Process

TNCI will implement full 2-PIC ("Primary Interexchange Carrier") capability for interLATA and intraLATA presubscription. The full 2-PIC methodology allows customers to presubscribe to one carrier for intraLATA toll calls, and to the same or a different carrier for interLATA toll calls.

TNCI will ensure that new customers have the opportunity to choose their intraLATA toll carrier. TNCI employees who communicate with the public, accept orders and serve in customer service capacities will explain the availability to 2-PIC equal access and intraLATA toll dialing parity. Such employees will also assist customers in making an initial PIC choice, or in changing a PIC choice for intraLATA and interLATA toll calls.

A. Existing Customers

TNCI has no existing local exchange customers in Tennessee.

B. New Customers

A new customer contacting TNCI to request new local telephone exchange service will be advised of the opportunity to choose both an intraLATA and interLATA toll provider. If requested by the customer, TNCI will provide a competitively neutral list of participating telecommunications carriers that provide intraLATA toll service in the customer's exchange. A new customer who does not select an intraLATA toll carrier will be identified as "no-PIC," and will not be automatically defaulted to a carrier. A "no-PIC" customer will be unable to make intraLATA toll calls on a 1+ or 0+ dialed basis, and will be required to dial the access code of a carrier (1010xxxx) to place intraLATA toll calls until the customer chooses an intraLATA toll carrier.

V Carrier Notification

IXCs will be notified via letter that they must contact TNCI directly if an end-user using TNCI's resold or UNE-P based services desires to change to that IXC. TNCI will obtain a list of current IXCs from the TRA for mailing to all currently certificated IXCs. As a reseller, TNCI will not have any access services or carrier customers in the state of Tennessee who need to be informed of the availability of dialing parity. Should TNCI provide access services as a UNE-P or facilities-based provider, TNCI's access carrier customers will be informed of the availability of dialing parity.

VI. PIC Change Charges

The charge for a PIC change will be stated in TNCI's tariff, and will be filed with the Commission.

EXHIBIT I

Customer Complaint Statement

Trans National Communications International, Inc. ("TNCI") hereby affirms that it has established processes and policies designed to assist all consumer complaints within the timeframe and under the rules of the Tennessee Regulatory Authority. Further, the Company affirms that there are currently no pending complaints against TNCI at the TRA; further, a review of available customer service records found no evidence that any Tennessee consumer had ever placed a complaint against the Company.

TNCI affirms it will follow the rules and regulations established by the TRA with regard to consumer complaints.

EXHIBIT J

LISTING
INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)

- 1) **ARDMORE TELEPHONE COMPANY, INC.**
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449
(205) 423-2131
(205) 423-2208 (Fax)

- 2) **BELLSOUTH**
333 Commerce Street
Nashville, TN 37201-3300
(615) 214-3800
(615) 214-8820 (Fax)

- 3) **CENTURY TELEPHONE OF ADAMSVILLE**
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310
(901) 632-3311
(901) 632-0232 (Fax)

- 4) **CENTURY TELEPHONE OF CLAIBORNE**
P.O. Box 100
507 Main Street
New Tazewell, TN 37825
(423) 626-4242
(423) 626-5224 (Fax)

- 5) **CENTURY TELEPHONE OF OOLTEWAH-COLLEGEDALE, INC.**
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363
(423) 238-4102
(423) 238-5699 (Fax)

- 6) **CITIZENS COMMUNICATIONS COMPANY OF TENNESSEE**
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

LISTING
INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)

- 7) **CITIZENS COMMUNICATIONS COMPANY OF THE VOLUNTEER STATE**
P.O. Box 770
300 Bland Street
Bluefield, WV 24701
- 8) **LORETTO TELEPHONE COMPANY, INC.**
P.O. Box 130
Loretto, TN 38469
(931) 853-4351
(931) 853-4329 (Fax)
- 9) **MILLINGTON TELEPHONE COMPANY, INC.**
P.O. Box 429
4880 Navy Road
Millington, TN 38083-0429
(901) 872-3311
(901) 873-0022 (Fax)
- 10) **SPRINT-UNITED**
112 Sixth Street
Bristol, TN 37620
(423) 968-8161
(423) 968-3148 (Fax)
- 11) **TDS TELECOM-CONCORD TELEPHONE EXCHANGE, INC.**
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610
(423) 966-5828
(423) 966-9000 (Fax)
- 12) **TDS TELECOM-HUMPHREYS COUNTY TELEPHONE COMPANY**
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552
(931) 535-2200
(931) 535-3309 (Fax)
- 13) **TDS TELECOM-TELLICO TELEPHONE COMPANY, INC.**
P.O. Box 9

LISTING
INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)

102 Spence Street
Tellico Plains, TN 37385-0009
(423) 671-4600
(423) 253-7080 (Fax)

14) TDS TELECOM-TENNESSEE TELEPHONE COMPANY

P.O. Box 18139
Knoxville, TN 37928-2139
(423) 922-3535
(423) 922-9515 (Fax)

15) TEC-CROCKETT TELEPHONE COMPANY, INC.

P.O. Box 7
Friendship, TN 38034
(901) 677-8181

16) TEC-PEOPLE'S TELEPHONE COMPANY, INC.

P.O. Box 310
Erin, TN 37061
(931) 289-4221
(931) 289-4220 (Fax)

17) TEC-WEST TENNESSEE TELEPHONE COMPANY, INC.

P.O. Box 10
244 E. Main Street
Bradford, TN 38316
(901) 742-2211
(901) 742-2212 (Fax)

18) UNITED TELEPHONE COMPANY

P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034
(931) 364-2289
(931) 364-7202 (Fax)

EXHIBIT K

EXHIBIT K – NUMBERING ISSUES

- 1) The Applicants expected demand for NXXs per NPA within a year of the approval of our application is one hundred per NPA.
- 2) TNCI, Inc will not be requesting any NXXs from NANPA as we will be using UNE-P and Resale services from BellSouth.
- 3) TNCI, Inc. will be establishing our footprint in the exact same areas that BellSouth is approved for. TNCI, Inc. anticipated offering service within six months of receiving our certification.
- 4) TNCI, Inc. will depend on BellSouth to assign NXXs as we will be using them for UNE-P and Resale local exchange service.
- 5) TNCI, Inc. will follow BellSouth's measures for conserving Tennessee's numbering resources as we will be using them for UNE-P and Resale local exchange service.
- 6) TNCI, Inc. will depend on BellSouth to determine what percentage fill of an existing NXX is met when ordering new NXXs for growth as we will be using UNE-P and Resale services from BellSouth.

EXHIBIT L

BEFORE THE TENNESSEE REGULATORY AUTHORITY

**IN THE MATTER OF THE
APPLICATION OF TRANS
NATIONAL COMMUNICATIONS
INTERNATIONAL, INC.**

§
§
§
§

Docket No. _____

**PRE-FILED TESTIMONY OF ED ARIEL, DIRECTOR OF RISK
MANAGEMENT AND REGULATORY AFFAIRS**

NOW COMES ED ARIEL, Director of Risk Management and Regulatory Affairs for TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC., ("TNCI") or ("Applicant") and hereby testifies as follows in support of the application of TNCI for a *Certification of Public Convenience and Necessity* ("Certificate") to provide telecommunications services throughout the state of Tennessee.

Q: Please state your name, business address and position.

A. My name is Ed Ariel. My business address is 2 Charlesgate West, Boston, Massachusetts 02215. I am employed at TNCI in the position of Director of Risk Management and Regulatory Affairs.

Q: Please briefly describe your duties.

My professional duties include oversight of risk management and regulatory concerns for TNCI. As such, I am responsible for billing and collection matters as well as ensuring the Company's regulatory compliance at both the national and state levels; further, I have been tasked with identifying, securing and maintaining vendor relationships that will assist TNCI in the above-noted areas In sum, my

overarching responsibility is to interact with internal and external clients in an effort to promote the best interests of all concerned in the areas of risk management and regulatory affairs

Q: Please describe your experience and educational background.

A: I have extensive experience motivating and directing teams within the field of telecommunications in areas such as local, long distance and wireless services. In addition to my present position, I have likewise held progressively responsible positions for telecommunications providers such as SBC. Further, I hold a bachelor's degree and master's degree in business administration.

Q: Are all statements in TNCI's Application true and correct to the best of your knowledge, information and belief?

A: Yes

Q: Please describe the current corporate structure of TNCI.

A: TNCI is a privately held corporation that was incorporated in Delaware on August 1, 1995 for the purpose of providing integrated telecommunications services to consumers throughout the United States. To achieve that end, TNCI presently has obtained operational authority to provide long distance services in each state and likewise has obtained authority to provide local services in most of the remaining state jurisdictions. The corporate structure of TNCI is comprised of a very well qualified senior management team which includes the founder of TNCI, Mr. Steve Belkin. Day-to-day operations reside with TNCI's president Mr. Brian Twomey, Senior Vice President of Operations, Mr. Chuck Lucca, General Counsel and Vice President, Mr. Phil Josephson, Controller, Ms. Pamela

Hesse and numerous Directors, Managers and Staff-level employees. In sum, TNCI's corporate structure is characterized by a clearly defined organizational hierarchy that is designed to efficiently and equitably provide excellent service to the Company's customers

Q: Does TNCI possess the requisite managerial, financial and technical abilities to provide the telecommunications services for which it has applied?

A: Yes. The management team is comprised of very well qualified professionals with extensive knowledge, skills and experience within the areas of local, long distance wireless and high-speed data telecommunications. Further, TNCI employs and partners with engineering experts who are well equipped to ensure that the Company's technical operations remain at a high level. Finally, as referenced in EXHIBIT F, the Company has demonstrated it is financially sound. In sum, TNCI is very well equipped managerially, financially and technically to provide excellent service to consumers within the state of Tennessee.

Q: Please describe TNCI's financial qualifications.

A: At present, TNCI is experiencing robust growth as evidenced by strong year-to-date revenue attainment.¹ Further, as noted in EXHIBIT F of TNCI's application to provide local services, the Company's financial history reflects strong performance within the challenging telecommunications industry. As a result of the Company's historical success, coupled with presently robust earnings and an expectation that revenues will continue to trend in a positive direction for the near to mid-term period of time, TNCI affirms it is well qualified to provide telecommunications operations

Q: Please describe TNCI's managerial and technical qualifications.

A: TNCI is led by an executive management team with extensive knowledge, skills and abilities within the telecommunications industry. The Company's president, Mr. Brian Twomey, has over twenty-years (20) of success within the telecommunications industry and likewise holds a bachelor's degree in accounting and finance and a master's degree in business administration. Further, in addition to having considerable telecommunications-industry experience, many of TNCI's employees hold advanced degrees in a variety of fields including business, accounting, government and management. It is for the foregoing reasons that TNCI asserts that it is managerially and technically capable of providing excellent telecommunications services for consumers within the state of Tennessee.

Q: What services will TNCI offer?

A: TNCI will offer a full range of integrated telecommunications services including local, long distance, toll-free, ISDN, T1, DSL, Centrex and a host of optional calling features such as Caller ID, Speed Dial and Call Rejection.² TNCI plans to introduce new products and services as consumer needs are identified.

Q: Will TNCI offer services to all consumers within its service area.

A: Presently, TNCI will offer a full range of telecommunications services to commercial consumers within the state of Tennessee.

¹ 2004 balance sheet pending completion

² Please see TNCI's proposed tariff for a full description of products and services

Q: Does TNCI plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A: TNCI plans to offer competitive local and long distance telecommunications services throughout the state of Tennessee, pursuant to its interconnection agreement with BellSouth.

Q: Will the granting of a certificate of convenience and necessity to TNCI serve the public interest?

A: Yes. The public interest will be served by granting TNCI's application to provide local services within the state of Tennessee because TNCI will provide an additional choice for consumers within Tennessee. As such, by fostering and furthering the competitive marketplace, TNCI's presence should result in lower prices and more choices for consumers within the state of Tennessee.

Q: Does TNCI intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A: Yes. TNCI intends to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services within the state of Tennessee, including those for disconnection and reconnection of service.

Q: Has any state ever denied TNCI, or one of its affiliates, authorization to provide intrastate service?

A: No, not to my knowledge

Q: Has any state ever revoked the certification of TNCI or one of its affiliates?

A: No, not to my knowledge.

Q: Who is knowledgeable about TNCI's operations and will serve as TNCI's regulatory contact?

A: The point of contact for all regulatory affairs concerns is Cameron Nance, Regulatory Affairs Specialist, 2 Charlesgate West, Boston, Massachusetts 02215. The Commission may also contact Cameron Nance at telephone number (617) 369-1163 or via electronic mail at cnance@tnci.com

Q: Please explain in detail TNCI's proposed procedures for responding to information requests from the TRA and its staff.

A: TNCI takes its responsibility to the TRA seriously, and as such is instituting a generalized process to ensure a timely response to an inquiry. First, upon receipt of a TRA inquiry, the Company will log and file any information provided by the Commission. Second, the Company will assess and investigate the inquiry. Third, if the requested data is readily accessible, TNCI will provide the data to the TRA via the requested manner (e.g., telephone, first class U. S. postal service or via electronic mail). In the event that a more extensive internal data request is required to answer the TRA's inquiry, then the Company will institute such a data request and reply to the TRA within the designated timeframe.

Q: Has TNCI or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A: No, not to my knowledge.

Q: Does this conclude your testimony?

A: Yes I affirm that the foregoing testimony is true and correct to the best of my knowledge, belief and information.

Conclusion

TNCI respectfully requests that the TRA enter an order granting the Applicant a Certificate to operate as a competing telecommunications service provider and authority to provide a full range of local exchange services on both a resale and facilities-based basis throughout the state of Tennessee in the service area of BellSouth. For the foregoing reasons, TNCI's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.



ED ARIEL

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eariel@tncii.com – Email
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SUBSCRIBED AND SWORN TO ME THIS 28th DAY OF APRIL, 2005



KIMBERLY NOLAN, NOTARY PUBLIC

State of Massachusetts
County of Suffolk
My Commission Expires on June 9, 2006

Seal

EXHIBIT M

Customer Deposits Statement

Trans National Communications International, Inc. ("TNCI") hereby affirms that it does not presently assess deposits against consumers in Tennessee; moreover, the Company has no plans to charge Tennessee consumers deposits in the future. In the event that TNCI ever wishes to begin assessing deposits on Tennessee consumers, the Company will do so in accordance with all applicable federal, state and TRA rules!

TNCI affirms it will follow the rules and regulations established by the TRA with regard to consumer deposits and again notes that the Company's policy does not allow it to assess deposits on consumers within the state of Tennessee.

EXHIBIT N

TARIFF STATEMENT

The Company is presently finalizing its proposed resold and facilities-based local exchange tariff. TNCI respectfully requests that the Commission commence its review of the Company's application and TNCI will provide the tariff for Commission review and approval in the near future.

EXHIBIT O

Surety Bond Statement

Trans National Communications International, Inc. ("TNCI") hereby respectfully requests that its present letter of credit be applied to the surety bond requirement established by the Commission.